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*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
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SEARS HOLDINGS CORPORATION, et al.,	:
	:
Debtors.¹	:
	:
-----X	

Chapter 11
Case No. 18-23538 (RDD)
(Jointly Administered)

**NOTICE OF SELECTION OF
ADMINISTRATIVE EXPENSE CLAIMS REPRESENTATIVE**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

PLEASE TAKE NOTICE that on October 15, 2019, the *Order Confirming Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors* (ECF No. 5370) (the “**Confirmation Order**”) was entered by the Honorable Robert D. Drain, United States Bankruptcy Judge for the Southern District of New York (the “**Court**”).² The Confirmation Order approves the Administrative Expense Claims Consent Program, which provides for, among other things, the appointment of a representative of holders of Administrative Expense Claims (the “**Admin Representative**”), tasked with a specific mandate as set forth in paragraphs 52(a)(7) and 52(b) of the Confirmation Order (the “**Admin Representative Mandate**”).

PLEASE TAKE FURTHER NOTICE that on January 21, 2020, per the Court’s guidance at the Confirmation Hearing, counsel to the Ad Hoc Vendor Group emailed a letter (the “**Letter**”) to all persons or entities—approximately three-hundred and eighty five (385)—who affirmatively opted-in to the Administrative Expense Claims Consent Program. The Letter sought, among other things, recommendations for candidates to serve as the Admin Representative. Approximately twelve (12) names were submitted for consideration. Upon reviewing all submissions, the Ad Hoc Vendor Group selected three (3) finalists (the “**Candidates**”) to attend interviews based upon a variety of factors, including without limitation the following: (a) knowledge of the bankruptcy process and this case; (b) familiarity with the parties involved; (c) experience in similar roles; and (d) cost structure of engagement.

PLEASE TAKE FURTHER NOTICE that on March 3, 2020, the Candidates were interviewed at the offices of Foley & Lardner, LLP (“**Foley**”) in New York. Following the interviews and after further discussions regarding the Candidates between Foley and the Ad Hoc Vendor Group, Gary Polkowitz, Managing Director of Goldin Associates, LLC (“**Goldin Associates**”), was selected to serve as the Admin Representative. Mr. Polkowitz has more than twenty-five years of experience conducting forensic financial investigations and providing restructuring advisory, litigation and fiduciary

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Confirmation Order or the *Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors* (ECF No. 5293) (as may be amended from time to time, the “**Plan**”).

support, as well as accounting and auditing, services to a wide variety of clients. Mr. Polkowitz has led, directed or played major roles in investigating the financial affairs of businesses or potential causes of action on behalf of boards of directors, court-appointed trustees and examiners, receivers, lenders or creditors. His many engagements have included Stanford Financial, Fletcher International, Dewey & LeBoeuf, Bernard L. Madoff Investment Securities, Corporate Resource Services, Coudert Brothers, Student Finance Corporation, InterBank Funding, Northshore Asset Management, Ardent Research Partners, Impath, Inc., Adelphia Communications, The Pharmacy Fund and Wonderwork. These engagements have involved conducting forensic financial investigations, reviewing, reconstructing and analyzing historical financial records, tracking and analyzing intercompany affiliated transactions and flow of funds, identifying fraud and financial irregularities and preparing damage calculations. Mr. Polkowitz also has experience acting as a fiduciary or advising fiduciaries, including in cases such as Novum Pharma, Fletcher International, Russel Stanley, and PSINet Consulting Solutions.

PLEASE TAKE FURTHER NOTICE that pursuant to paragraph 52(b) of the Confirmation Order, the Admin Representative shall receive: (a) indemnification and (b) reasonable compensation as determined by the Debtors, Creditors' Committee, and the Ad Hoc Vendor Group. In addition, pursuant to the Administrative Expense Claims Program, Mr. Polkowitz will be added as a covered person under the Debtors' applicable directors' and officers' liability policy or policies. Mr. Polkowitz will be providing services on an hourly basis at a rate of \$800/hour.³

PLEASE TAKE FURTHER NOTICE that Mr. Polkowitz, as the Admin Representative, may engage (a) Foley, as counsel to the Admin Representative and (b) Goldin Associates (with hourly rates ranging from \$300 to \$700), solely in connection with the scope of the Admin Representative Mandate or any disputes that arise relating to the Admin Representative Mandate. Foley shall submit a budget for fees and expenses to be incurred by Goldin Associates and Foley that must be agreed to by and among the Debtors, the Creditors' Committee, and the Ad Hoc

³ Given the circumstances of these cases, Mr. Polkowitz has agreed to reduce his standard hourly rate to \$800/hour.

Vendor Group. The reasonable and documented fees and out-of-pocket expenses of Goldin and Foley (solely in its capacity as counsel to the Admin Representative) will be paid by the Debtors' estates without further notice or application to the Court.

Dated: March 13, 2020
New York, New York

/s/ Sunny Singh

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